麗珠醫藥集團股份有限公司

LIVZON PHARMACEUTICAL GROUP INC.*

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock code: 1513)

TERMS OF REFERENCE OF THE NOMINATION COMMITTEE UNDER THE BOARD (ADOPTED ON 23 OCTOBER 2025)

1 MEMBERSHIP

(a) The Nomination Committee (hereinafter referred to as the "**Committee**") shall be appointed by the board of directors (hereinafter referred to as the "**Board**") of Livzon Pharmaceutical Group Inc.* (hereinafter referred to as the "**Company**"). The members of the Committee shall be nominated by the Chairman of the Board, more than half of the independent non-executive directors (hereinafter referred to as the "**INED(s)**") or one-third of all directors, and shall be elected by the Board. The Committee shall consist of not less than three members and have at least one member of a different gender, a majority of whom shall be INEDs of the Company. The composition of the Committee shall comply with the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (hereinafter referred to as the "**HK Listing Rules**") and the Stock Listing Rules of the Shenzhen Stock Exchange (hereinafter referred to as the "**Shenzhen Listing Rules**") from time to time.

(b) The Chairman of the Committee (hereinafter referred to as the "**Chairman of the Committee**") shall be Chairman of the Board or an INED, who shall be responsible for presiding over the Committee. The Chairman of the Committee shall be elected by the members of the Committee and submitted to the Board for approval.

(c) The term of office of the Committee shall be equivalent to that of the Board. Upon expiry of a term, a member shall be eligible to be re-elected. If any member resigns from the position of director of the Company during his/her term of office, he/she shall automatically cease to be a member of the Committee, and the vacancy shall be filled by the Committee in accordance with Article 1 hereto.

2 ATTENDANCE AT MEETINGS

(a) Unless otherwise stated herein, the meetings of the Committee shall be governed by the provisions contained in the Articles of Association for regulating the meetings and proceedings of directors, and the provisions of the relevant laws, regulations and these terms of reference shall be complied with.

(b) The quorum for a meeting of the Committee shall be more than two-thirds of all its members, all of whom must be INEDs. Each member has one vote. Resolutions shall be passed by a majority of all members.

(c) Where the Chairman of the Board is not a member of the Committee, he/she may be invited to attend meetings of the Committee.

(d) The Committee may, where appropriate, invite external advisers and/or members of the management of the Company to attend the meeting to advise the members of the Committee, at the Company's expense.

(e) The company secretary (i.e. the Secretary of the Board) shall be the secretary of the Committee (hereinafter referred to as the "**Secretary of the Committee**") who should attend all meetings of the Committee. In the event that the Secretary of the Committee is absent, members attending the meeting can appoint other person to act as the secretary to such meeting.

(f) Members of the Committee may participate in a meeting of the Committee in person or by means of telephone conference or similar communications equipment where live communication between persons participating in the meeting is possible and participation in a meeting pursuant to this provision shall be deemed as attending such meeting in person.

3 FREQUENCY OF MEETINGS

The Committee shall hold its regular meetings at least once a year. Any member of the Committee may request an extraordinary meeting if he/she considers that one is necessary and upon the receipt of such request, the Secretary of the Committee shall convene a meeting as soon as reasonably practicable and having regard to the convenience of all members. Notices must be given to all members of the Committee seven days prior to a regular meeting and five days prior to an extraordinary meeting. The aforesaid notice period may be waived where there is unanimous consent from all members of the Committee. The meeting agenda and all relevant meeting documents shall be distributed to all members no later than three days prior to the scheduled meeting date (or within such other time limit as agreed by the members). Meeting notice shall be delivered verbally or by facsimile, telephone, e-mail, hand, post or other means. The meeting shall be presided by the Chairman of the Committee and, where he/she is unable to attend the meeting, he/she may appoint another member (who must be an INED or the Chairman of the Board) to preside over the meeting.

Any member of the Committee who has appointed a proxy to attend and vote on his/her behalf shall submit the instrument of proxy to the chairman of the meeting. The latest time for such submission shall be prior to the commencement of voting at the meeting.

4 COMMITTEE'S RESOLUTIONS

Without prejudice to the requirements under the HK Listing Rules and/or the Shenzhen Listing Rules that any meeting of the Board or the Committee be held in person or by electronic communication, a written resolution signed by all members of the Committee shall be as valid and effective as if it had been passed at a meeting of the Committee and may consist of several documents in like form each signed by one or more of the members of Committee. Such resolution may be signed and circulated by e-mail, fax or other electronic communications.

5 AUTHORITIES

(a) The Committee is authorised by the Board to review, assess and make recommendations upon any issue within its terms of reference. It is authorised to seek any materials it requires from any employee or executive director and such persons are directed to cooperate with any request made by the Committee.

(b) The Committee is authorised by the Board, at the reasonable expense of the Company, to obtain outside legal or other independent professional advice and to invite the attendance of outsiders with relevant experience and expertise if it considers this necessary.

(c) The Committee is to be provided with sufficient resources by the Company to perform its duties. Where necessary, the Committee should seek independent professional advice, at the Company's expense, to perform its responsibilities.

6 PURPOSE AND GENERAL RESPONSIBILITIES

(a) The purpose of the establishment of the Committee is to ensure the presence of a formal and transparent procedure for the appointment of directors and senior management. The Committee shall determine by passing a resolution, the appointment criteria, selection procedure and term of office of the Company's directors and senior management in accordance with applicable laws and regulations, the Articles of Association and based on the actual situations of the Company. The resolution should then be submitted to the Board for approval.

(b) Save as otherwise provided by the relevant laws, regulations and/or regulatory authorities, members of the Committee attending the meetings shall have an obligation to keep all matters discussed thereof confidential, and shall not disclose the relevant information without permission.

7 DUTIES

The main duties of the Committee are to formulate the standards and procedures for the selection of directors and senior management, select and review the candidates for directors and senior management and their qualifications. The Committee shall review the qualifications of the nominees and issue clear review opinions, and make recommendations to the Board on the following matters:

(1) the nomination, appointment and dismissal of directors;
(2) the appointment or dismissal of senior management;
(3) other matters required by the laws, administrative regulations, the China Securities Regulatory Commission, the listing rules of the stock exchange where the Company's shares are listed and the Articles of Association; and
(4) other matters authorised by the Board.

Other duties of the Committee include:

(a) to review the structure, size and composition (including gender, age, cultural and educational background or professional background, skills, knowledge and experience) of the Board at least annually, assist the Board in maintaining a board skills matrix, assess each director's time commitment and contribution to the Board as well as the director's ability to discharge his or her responsibilities effectively, and make recommendations to the Board with respect to the proposed changes to the Board's size and composition in order to complement the Company's corporate strategy, business activities, asset scale and shareholding structure;

(b) to extensively search for and identify individuals suitably qualified to become members of the Board and senior management officers and select or make recommendations to the Board on the selection of individuals nominated for directorships and senior management officers;

(c) to assess the independence of the INEDs;

(d) to make recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors in particular the Chairman of the Board and Chief Executive of the Company;

(e) to formulate and review the Board Diversity Policy and its measurable objectives from time to time, and review its implementation and progress; and

(f) to ensure the Chairman of the Committee, or in the absence of the Chairman of the Committee, another member of the Committee or failing this his/her duly appointed delegate, to be available to answer questions at the annual general meeting (shareholders' meeting) of the Company; and

(g) support the Company's regular evaluation of the Board's performance.

Where the recommendations of the Committee are not adopted or are not fully adopted by the Board, the opinions of the Committee and the specific reasons for not being adopted shall be recorded in the Board's resolutions and disclosed.

8 REPORTING PROCEDURES

(a) The Committee shall report in writing to the Board the resolutions passed and poll results in the meeting. At the next meeting of the Board following a meeting of the Committee, the Chairman of the Committee shall report the findings and recommendations of the Committee to the Board unless there are legal or regulatory restrictions on its ability to do so (such as a restriction on disclosure due to regulatory requirements).

(b) The Committee's recommendations on nomination shall be submitted to the Board in the form of a Board paper, and circulated in advance of Board meetings through the company secretary.

(c) The supporting documents of such recommendations shall include the resumés in respect of the individuals concerned.

(d) Complete minutes of the Committee meetings shall be kept by the Secretary of the Committee. Draft and final versions of minutes of the Committee meetings shall be sent to all members of the Committee within a reasonable time after the meeting. The drafts shall be sent to the members for their comments, and the final version shall be sent to the members for their record.

(e) The Secretary of the Committee shall circulate copies of the minutes of the Committee meetings to all members of the Board for reference.

9 AVAILABILITY AND UPDATE OF THE TERMS OF REFERENCE

These terms of reference shall be updated and revised by the Board according to the actual needs of the Company and the changes in circumstances and regulatory requirements in the places where the shares of the Company are listed (e.g. the HK Listing Rules and the Shenzhen Listing Rules). These terms of reference shall be made available to the public through publication on the websites of The Stock Exchange of Hong Kong Limited and the Company.

These terms of reference shall come into effect upon consideration and approval by of Board of Directors of the Company, and the former "Working Procedures of the Nomination Committee under the Board" shall be simultaneously repealed.

In case of discrepancy between the official Chinese version and the English translated version of these terms of reference, the Chinese version shall prevail.

** For identification purpose only*